

ATTACHMENT II

INSIGHT PHONE OF ILLINOIS, LLC

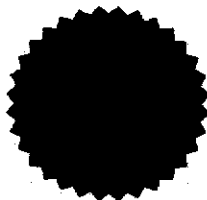
CERTIFICATE OF FORMATION
&
ILLINOIS CERTIFICATE OF AUTHORITY

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "INSIGHT PHONE OF ILLINOIS, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF MARCH, A.D. 2005, AT 3:57 O'CLOCK P.M.



3933805 8100

050179304

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3717098

DATE: 03-02-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:05 PM 03/02/2005
FILED 03:57 PM 03/02/2005
SRV 050179304 - 3933805 FILE

CERTIFICATE OF FORMATION

OF

INSIGHT PHONE OF ILLINOIS, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the state of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company is:

Insight Phone of Illinois, LLC

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is: The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, county of New Castle.

Executed on 3/1/05



Elliot Brecher
Authorized Person



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 16, 2005

0145438-2

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE INSIGHT PHONE OF ILLINOIS, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**
December 2003

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 351, Howlett Building
Springfield, IL 62756
<http://cyberdriveillinois.com>

Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."

Illinois
Limited Liability Company Act
Application for Admission to Transact Business

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 03/16/05
Assigned File # 0145-438-2
Filing Fee \$500
Penalty \$-
Approved: jd \$500

This space for use by
Secretary of State

FILED

MAR 16 2005

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company name: Insight Phone of Illinois, LLC
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: N/A Insight Phone
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Jurisdiction of Organization: Delaware
4. Date of Organization: March 2, 2005
5. Period of Duration: Until 12/31/2058, unless sooner terminated by the Operating Agreement
6. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):
(See #14 on back)

<u>810 7th Avenue</u>		
(Number)	(Street)	(Suite)
<u>New York, NY</u>	<u>10019</u>	<u>New York</u>
(City/State)	(ZIP Code)	(County)
7. Registered agent: CT Corporation System
(First Name) (Middle Name) (Last Name)
Registered Office: 208 South LaSalle Street
(Number) (Street) (Suite #)
(P.O. Box or c/o Chicago Cook Illinois 60604
are unacceptable) (City) (County) (ZIP Code)
8. The date on which this foreign LLC first did business in Illinois: When application is approved

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LLC-45.5

9. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

To engage in the business, directly or indirectly through interests in one or more subsidiaries, of acquiring, owning, operating, managing, and selling telephone, digital transmission and enhanced services and other applications enabled by dial tone access or digital transmission and related networks and facilities and business ancillary, complimentary or reasonably related thereto, and to conduct other businesses as determined by the Member.

Business Code #517000 (Telecommunications)

10. The limited liability company is managed by:

☐ manager(s)

☒ vested in member(s)

11. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

12. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

*Please see attached.

14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated 2/22, 2005
(Month/Day) (Year)



(Signature)

(Signature must comply with Section 5-45 of ILLCA)

Elliot Brecher, Senior VP & General Counsel

(Type or print name and title)

*see attached

*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

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Attachment for Signature Line

Insight Phone of Illinois, LLC

BY: Insight Midwest Holdings, LLC, its sole member - 0049398

BY: Insight Midwest, L.P., its sole member - S017267

BY: Insight Communications Company, L.P., its sole general partner - S013441

BY: Insight Communications Company, Inc., its sole general partner 6138-139-2

BY: Elliot Brecher

Title: Senior Vice President and General Counsel